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"CUM WATCH
ME TEACH HOT
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A LESSON IN
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40+



HOT MILFS



18+



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REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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EMILY



CAMERON

40+



DRUUNA



MONICA



VERONICA



VANESSA



HOLLY & CHERIE



Emily & Claudio

My preference for sex is with older men. Yes, older than 40 or even 50. I've had many younger guys, but they've never left me satisfied. They got satisfied, but often left me hanging. Not any more. I'm happier now.







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Emily Kae









Mature men take their time. They know what I bring to the bedroom and I like that. Okay, so they are not as big as I like, but that's okay with me. When the lights are off, I want a guy that will take me to another place. I want the sexual feeling I've never had before.

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FANTASIES FOR SALE

I used to be a shy and innocent girl who didn't even know the facts of life. I got over that pretty quickly and now I'm all about the fucks of life.

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CAMERON & JOHN

Believe it or not, this is one of my first times having sex in front of the camera. I was very nervous. The very first time, I had a partner I never met before and I was very uncomfortable so my husband is the guy.





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Cameron
Cruise

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At first I thought it would be awkward fucking my husband on camera because we had only had sex in private. But I think it turned us both on even more. I came like four times during the shoot and he did it twice. Now we're even filming our private sex lives.

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YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*

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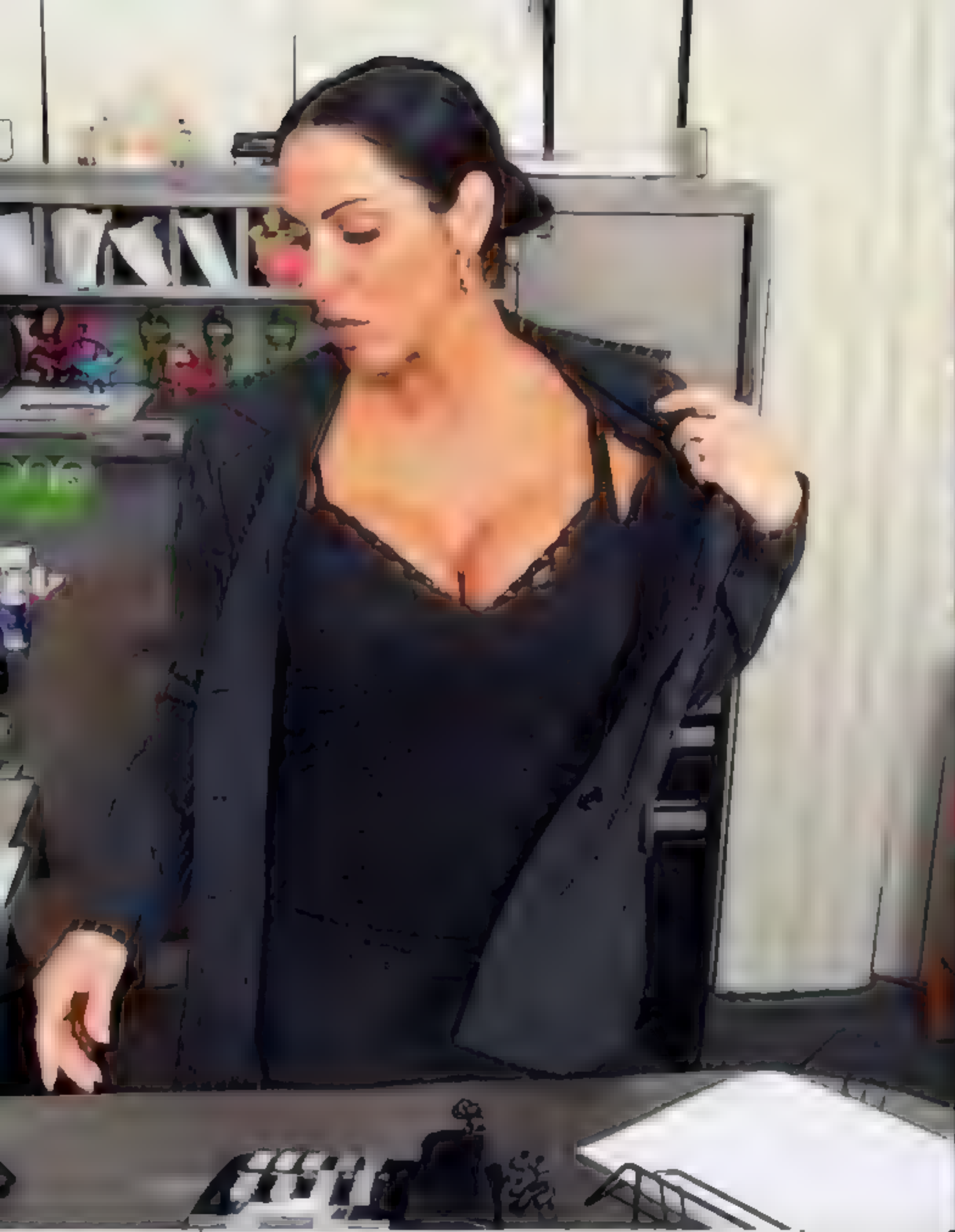
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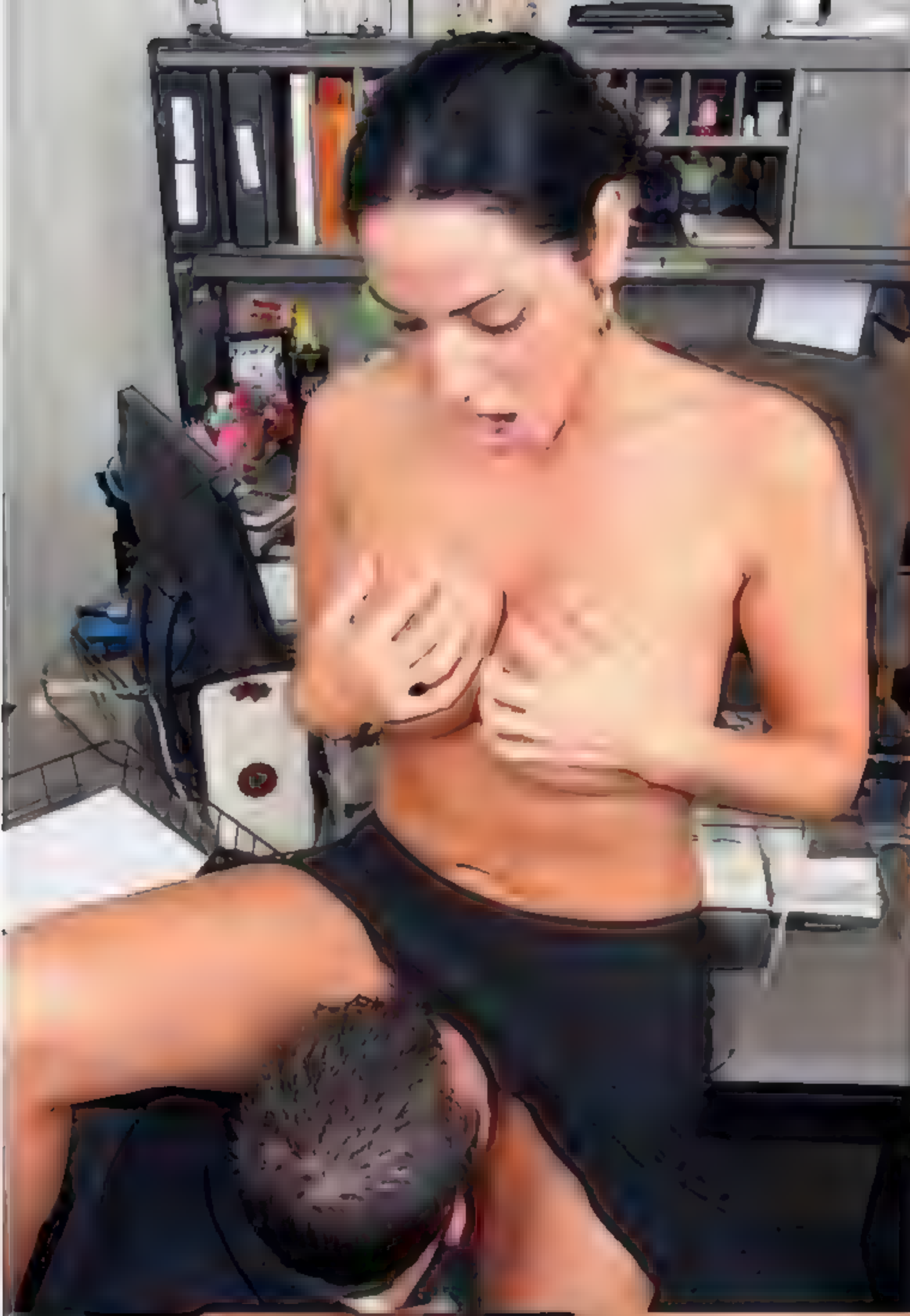




VERONICA & JACK

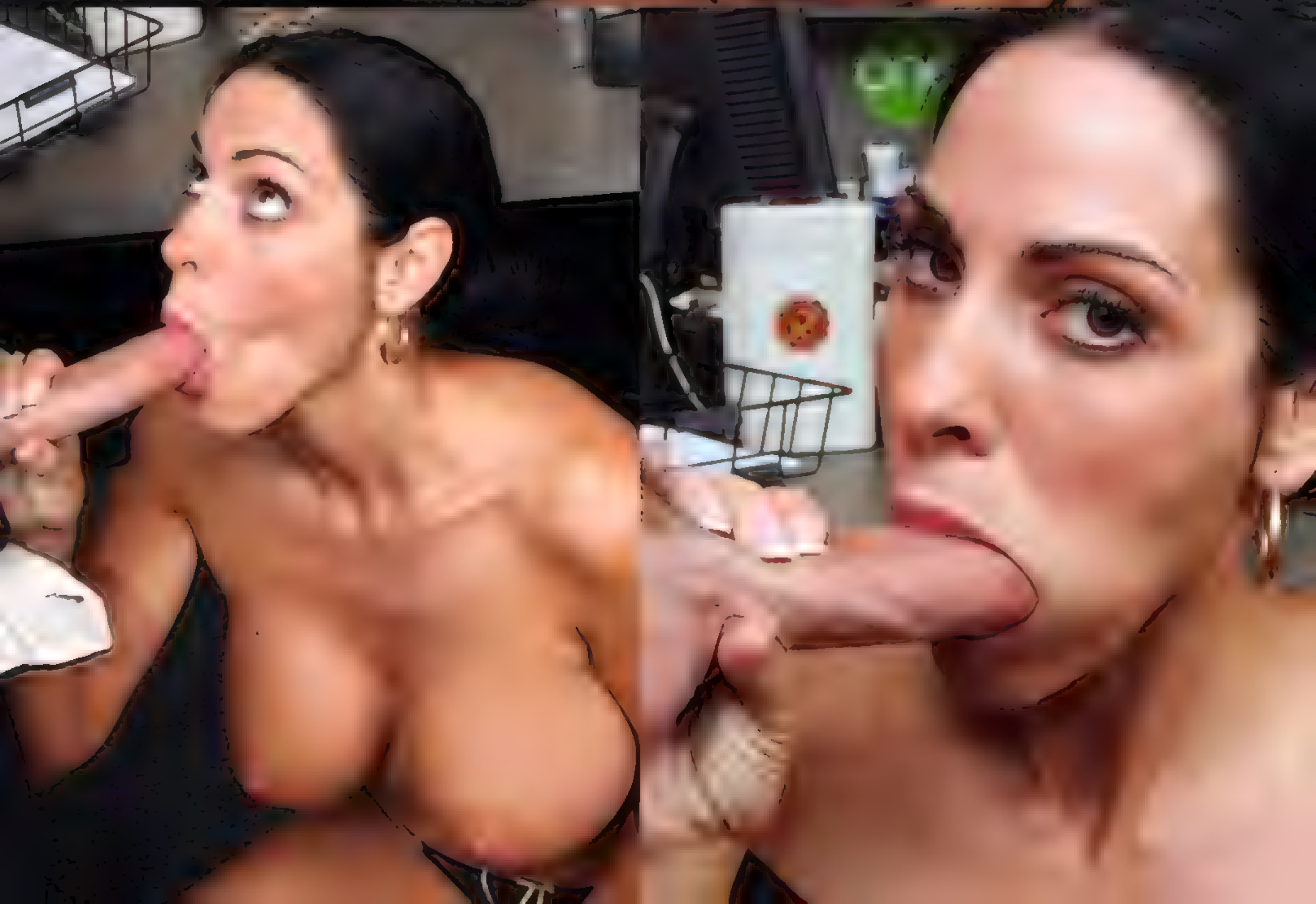
Ever since I took this promotion, it's been work, work, work. I don't have much of a life outside the office, so I decided to bring my other life into the office. That means bringing in a man to take of me and my sexual desires. OK?







*Veronica
Rayne*









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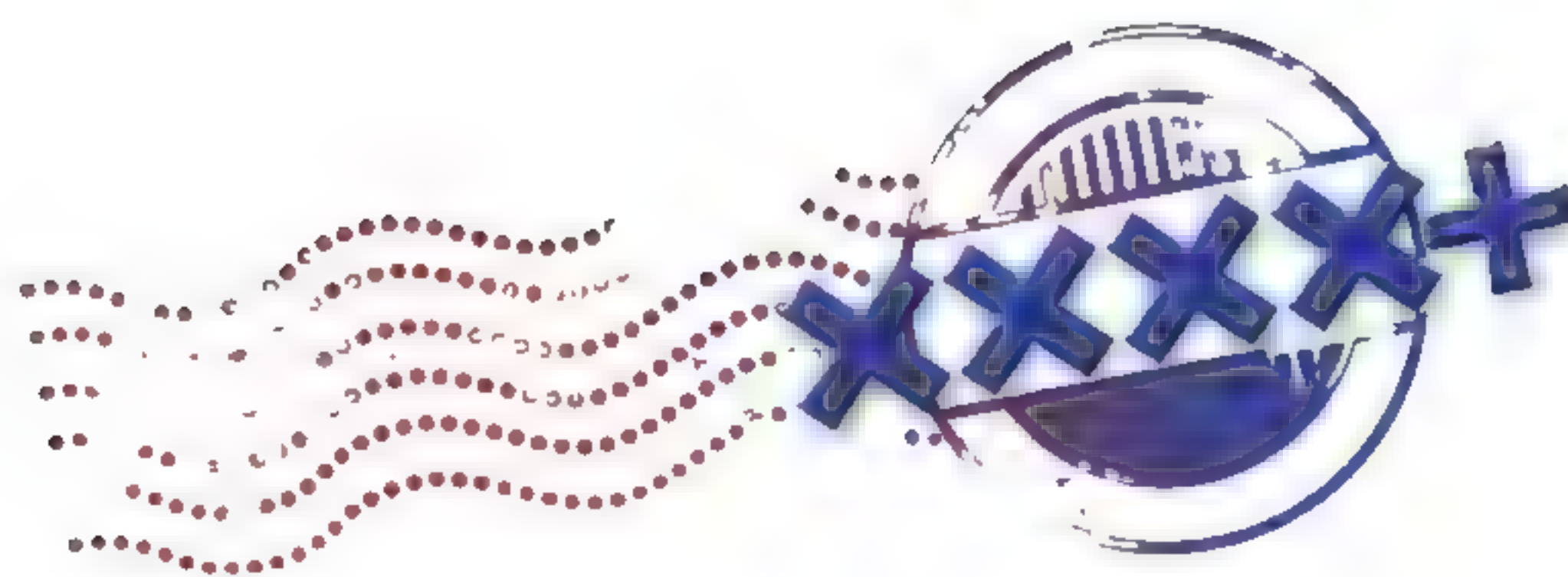


A photograph of a woman lying on her back on a black leather couch. She is topless and looking towards the camera with a slight smile. A man's hands are visible, one resting on her neck and the other on her upper chest. The background is a plain, light-colored wall.

Don't tell me
you haven't
thought about
doing this
before. We
all fantasize
about fucking
at the office.
That hot secre-
tary out front
that'll give
you a blow job
under your
desk. Or get-
ting a quickie
in the stock-
room, or even
a long fuck on
the conference
room table.
Admit it.

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40+ #70



40+: Hello Lezly. You look great today. Are you filming later?

Lezly: Yeah, but I won't be on set until ten tonight. My scene is in a big swimming pool with all the pool lights on. It should be a lot of fun. I get to do both a guy and a girl. I'm the MILF with a younger girl who is looking for an au pair job and my hubby and I must try her out first.

Dear Reader,

My husband and I were vacationing at a Cancun resort for a week last summer. We drank and partied like we were still in college, but that was twenty years ago. One morning, after a night of hard drinking, I was in the bathroom and my husband was laying sprawled out nude on the bed. I was in the process of giving him a bj for his morning woodie, but left the bed because I had to pee. I heard a noise from a squeaking door and

then heard a female voice say "Housekeeping" with a heavy accent.

I opened the bathroom door just a sliver. I watched as my man looked like he was having one hell of a dream because he was still pretty hard. I saw him reaching down and rubbing on his cock. The maid noticed it too and she began to watch him do it. She hadn't noticed me yet and I tried to stay really quiet. I knew that this was about to get interesting and I wanted to see just how interesting. Then maid tried her best to continue with her cleaning but she was having a hard time of it.

She couldn't take her eyes off his long hard cock. It was pulsing at a 45 degree angle begging for affection. I watched as the maid walk over to the bed and looked at his cock even more intensely. Then to my utter surprise, she licked her lips and snuck a hand

under her uniform and began rubbing her pussy. She lifted her dress and put one foot upon the bed. She was so fucking horny and so was I by now.

My husband was out of it but somehow managed to stroke his cock. I saw the maid stick her fingers inside her pussy and lick them. It was obvious she had cum running down them. She could see his precum gathering at the tip end of his cock. She licked her lips and gently tipped her finger in it. She brought it up to her lips and sighed. You would have thought she tasted honey. I could tell she wanted to taste more.

I opened the bathroom door and startled her. I stood in the doorway, naked and fingering my pussy. She took her foot off the bed and I walked closer to the bed. I grabbed my husband's rigid cock and got it ready for what was about to take place. I'll let your fantasies fill in the rest. Just know that she got a very generous tip!

Selene, Austin

To the Editor,

Last summer I attended a company-wide meeting in Scottsdale. I was the representative of the east coast marketing department and was excited to go since it was my first. By now, the meet was in its fourth day of six. Normally there would be a shuttle from the hotel to the arena but today I missed the nine o'clock by a minute and had to wait for the next one. When it came and I took a window seat near the front. A moment later a woman I recognized from the gathering

got on and sat next to me. She said hello, and I returned the greeting.

She looked at me and asked how I liked the meetings so far. We made small talk for the rest of the trip, with her telling me she was also in marketing and her area was the Southwest. She was probably in her early forties, very business-like and actually quite sexy. She wore fashion eyeglasses and her blouse was open just low enough to engage her rather large boobs. She told me her name was Evelyn and asked if I had plans for that evening. She suggested dinner so we could discuss marketing strategies.

At six, we met in the hotel restaurant and when she walked in I could see she was bent over a little. I pulled the chair out for her and asked if she was okay. She told me that her back was hurting from all the sitting and she would probably need to go to the spa afterwards for a massage to get the kinks out. After dinner, she asked if I wanted to join her for a drink before the spa? I agreed and asked which bar? The one in room 326 she said. I looked at her and she whispered, "My room."

Giving her a twenty minute head start, I found 326 and knocked. "Come in." She was in the bathroom and asked me to get some ice from the machine down the hall. When I returned she was still in the bathroom and the door was open. She was covered in only a bath towel and carrying a tube of lotion.

"Would you be a dear and rub some of this on my back." I took the tube and she dropped the towel and laid down on the bed, face down. I poured some into my palm and rubbed it in to warm it up. Then I came over to the side of the bed and began



rubbing on her shoulder blades and down her spine to just above her buttocks. A quiet groan came out as she felt the pressure of my hands. Slowly she moved her body to the rhythm of my rubbing. After a few minutes, she rolled over and we looked at each other.

"I don't need to go to the spa if you'll stay." she cooed. Slowly she opened her legs and I reached down there. She was shaven with just a thin covering of soft blonde hair. I stopped then began licking her pussy. She moaned and I proceeded to rub her big boobs. They were big and soft and the nipples were as big as golf balls. "Suck my boobs." she screamed. I kept sucking and fingering her wet pussy.

I then stood up and removed my shorts and underwear. I straddled her shoulders and stuck my cock in her mouth. She started sucking me off! "I want to fuck that juicy pussy." I said. I spread her legs a mile apart and stuck my now hard cock in her. I went very deep because of how wide her legs spread! We fucked for about ten minutes when all of a sudden the hotel room door opened and in walked her room mate. She was also on her marketing team. Without even a blink or missing a beat she said "Getting fucked huh? she said. "Well I want seconds." she said looking me straight in

To the Editor:

You know I couldn't get enough of Pamela Butt's butt in your last issue. What a hot little sexpot she was and really let it all hang out. Her great body was just the beginning to the enjoyment her butt and her butt-fucking gave me.

The photos were pretty amazing, but when I saw her getting her ass schtupped in the video, I exploded like three times by the time that guy stopped fucking her in the ass. You gotta let me know when she'll be appearing again.

— Mario, Louisville

UP YOUR GAME



#1 Cream all over her meat curtains.



#2 Ribbed, realistic feel!



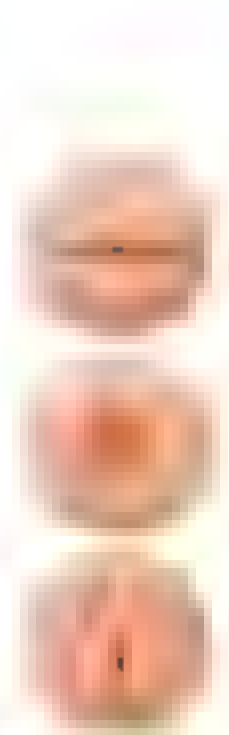
#3 Explode right in her mouth.



#4 Shakes and quivers on your cock.



#5 Exit the ass, enter her mouth.



#6 Cum inside your best friend's mom.



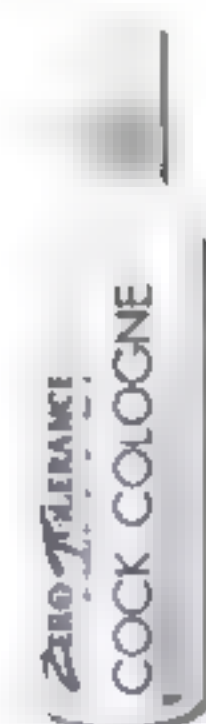
#7 Watch your meat stick grow.



#8 Gum fuck crazy!



#9 You're gonna tear up that pussy.



#10 Feel confident & smell good all day.



#11 Better than spit!



#12 Long lasting. Never sticky.



#13 Infused with pheromones.

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the eyes and then lowering them to my cock. "Save some of that hard cock for me."

Evelyn shuddered as I pumped up and down on the bed finishing her off. When I was sure that she had enough, I took my cock out and moved over to the roomie. She was on the other bed in bra and panties. Her boobs were bigger than Evelyn's and she was playing with them. I walked over and she immediately took my cock in her mouth. "Yummy!" she exclaimed. She took off her panties and opened her pussy lips. I stuck my cock in her and pumped hard. We both came in less than ten minutes. The rest of the evening was spent drinking and fucking. None of us made it to the next day's stupid meetings.

Jacob, Minneapolis

40+ Editors,

Hey there, my name is Samuel and I've probably had one of the best sex lives ever. It began in college and by the time I graduated I had bedded more than 60 coeds. But my first real girlfriend was Ellen and I, being the naïve poor soul I was, I instantly fell in love. I thought about her all the time and tried to spend as much time with her as possible.

We spent all our time talking about random stuff that we both enjoyed, but did nothing more than occasionally make out. But I wanted more. In time she started easing up. One afternoon she was over at my place and we were making out and started gently rubbing her boobs through her t-shirt. This time she didn't seem to mind my advances, in fact she seemed to be getting excited. I knew to take this opportunity for it may never come again.

I slipped my hand under her t-shirt to her right boob. She offered up no resistance so I started rubbing in circular motions and she moaned



into my mouth. I decided to try going a step further and take her bra off but she eventually got frustrated and did it herself. My eyes nearly burst out of their sockets at the site of her lovely boobs, so I started rubbing her nipples as we made out some more. Her nipples got real hard and I sucked on one.

I once again tried sliding my hand into her pants. I started feeling around in there realizing she wouldn't actually let me take off her pants. I could feel some hair around her pussy. After getting a pretty good feel of the outside, I slid my middle finger in but not with much ease because she was only slightly wet. She started moaning after some minutes of me trying to finger fuck her.

We continued making out only with more intensity this time. This time it was she that reached into my pants. But I had to take them off when I spotted an impressed expression on my girlfriend's face. She reached for my cock and wrapped her fingers around it. She didn't waste her time stroking it at a rather fast pace as though to get it over with. "Tell me when you are close okay, I don't want anything on me. You are gonna have to finish yourself off." I blew my load everywhere, especially on my girlfriend. She screamed at me and immediately got up and left. Ahhh, young love. I remember it well.

Sam, Oakland

40+...

I'm writing because I wanted to tell you that I enjoyed the threeway in this issue of **40+** that I have. The one where one girl has like a zebra tattoo all the way from her waist to her knee. But what I also want to say is how much I liked their scene in live action. I was hoping the tan girl would suck some cock, too, but that's okay with me.

— Henry G., NYC

If you have something interesting to share, then go write ahead. Send your letters to the Editor, Blair Publishing, Inc., 10170 W. Tropicana Ave. #156-168, Las Vegas, NV 89147. All submissions become the property of Blair Publishing, Inc., and up to our discretion to publish them – or not. Either way, we enjoy reading them all.



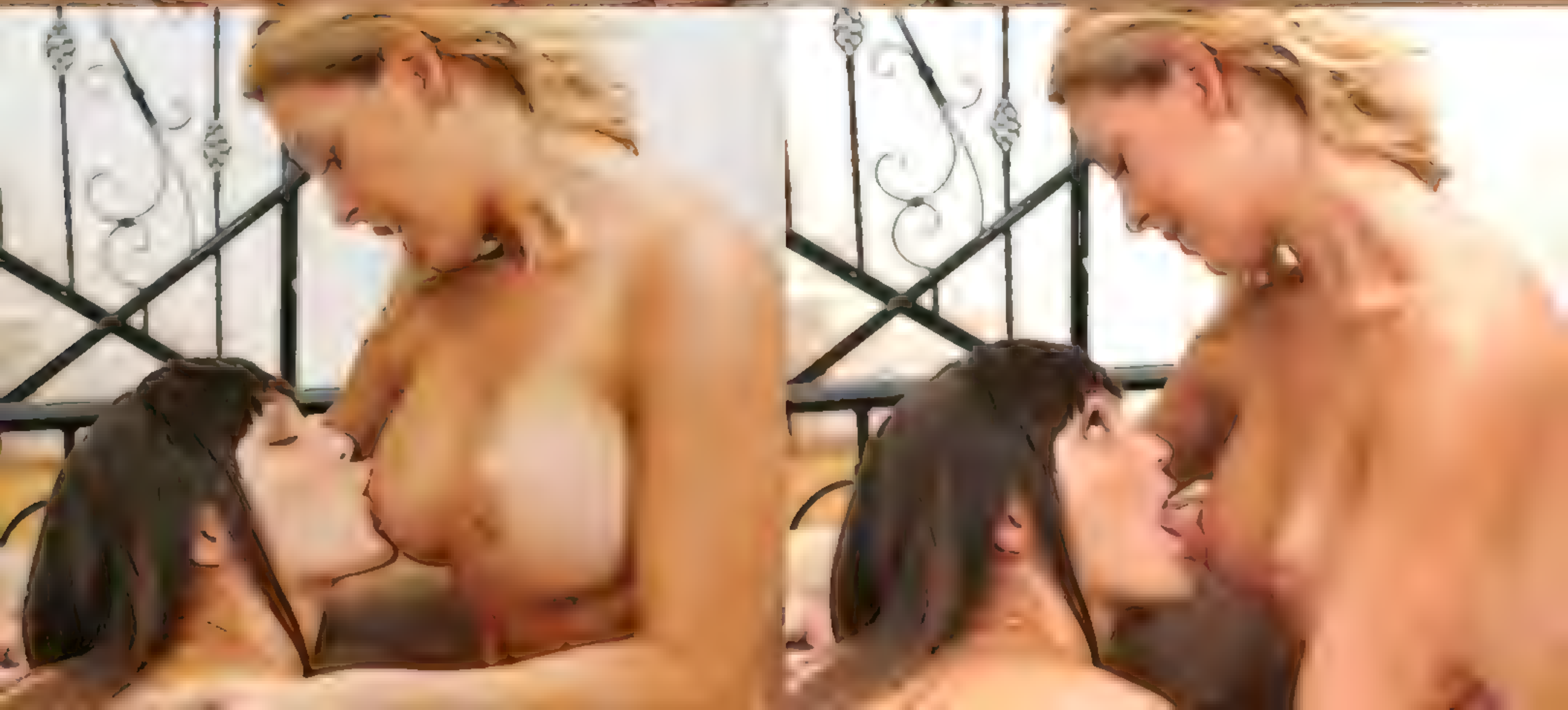
There are many different types of lady lovers, but we like a little contrast in ours. Tall - short, young - old, blonde - brunette. All those combinations are here today, and when you throw in some really hot girl-on-girl sex, then you have a great recipe for a pictorial and video.

CHERIE &
HOLLY





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Cherie De Ville
&
Holly Michaels



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How can you not like watching us lick and suck on each other. Holly tastes great and really knows how to work her tongue. After this shoot we got together on that night and she stays over. I think that may have been better than this!

888-967-5638

Over 18 only

DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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VANESSA & JOHNNY

I'm a very sexual person because I love to fuck. And I love having people watch me fuck. I'm great at giving blow jobs, and I'll give up my booty every once-in-a-while. But it's best when he's in my mouth and pussy.



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Vanessa
Naughty





Last week I was at the mall looking for a new sexy outfit to wear for the summer holidays.

I was with a guy that I like. I tried some things on and would come out of the dressing room to show him. Then I pulled him in and unzipped his pants. He was already hard from showing him the sexy stuff. I sucked him off and he came in my mouth. I swallowed it all right there.

800-289-6725

Over 18 only



an ex no more

My second marriage was just a few weeks away when suddenly I got a call from my ex.

I thought that can't be good, but I was wrong.

It's mid-morning at the office and already the grind has gotten to me. Meetings, paperwork, lazy subordinates. My face was glued to spreadsheets when my phone started ringing. I didn't want to answer it since I had a meeting in a couple minutes, but something told me I should. At first I figured it would only be Michael, calling to check up on me, see how I was doing and if maybe I could meet him for lunch. I just about gasped when I recognized the voice on the other end of the line. A voice from the past that I knew I would never forget.

"Hello Jorge." I said. "How are you? And why are you calling me."

"How're you doing, Marianne?" Jorge's voice said, ignoring my question. The sound of his voice stirred a lot of feelings inside me. The type that can only be gotten when your ex-husband calls you after two long years.

"Jorge, I have a meeting in two minutes and I can't be late." I said forcefully. Then something came over me and made me ask, "Where have you been all this time?"

"I'll tell you about it if you'd care to meet me for lunch."

This was where I ought to have said 'I'm sorry, Jorge, but I can't do that. I've got loads of work to do.' Instead I said: "Sure, tell me when and where."

We met a block away from my office. It was a small restaurant but not many of my co-workers would go. They



preferred a spot a few blocks down. Since it wasn't that far, and my intention was that I would be back behind my desk in an hour. Once again I was wrong, but at the moment how was I to know how the lunch would go.

He was already there, seated by the window with his favorite cocktail on the table. Even though it's been a couple years, he still was as handsome as always. Jorge had been my last lover before I ran into Michael. There had been one-nighters in between, but he was the one person I'd missed deeply and had Michael not stumbled my way, I doubt if I ever would have gotten over him. The problem was our work. He traveled a lot and I was suck in this office job I detested but had to do.

A hostess opened the restaurant door for me door. As

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I approached him, he looked up from his drink and smiled. He rose to his feet as I approached and opened his arms for me to hug him. I felt him press my body towards his. We stood like that for almost a minute, and I figured he was just as reluctant to let me go as I also was, but eventually we both did.

We sat and made some small talk and gave the waiter our orders. Immediately he said, "I hear you're getting married in a few weeks. I hope he's a nice guy and will treat you well. I know I could have done better."

It was not like Jorge to be this modest and humble. "Thank you Jorge. He is a nice man, but how do you know that?"

He placed his hand upon mine. I ought to have pulled mine back, except I didn't. Instead I turned my hand upside down and wrapped my fingers around his while our eyes remained locked on each other. "For the last year I've known someone at your office and he's kept me informed. When he told me the news, I just had to see you again." he said.

I know I should have done the right thing right then: pull my hand away, push my seat back, and leave. Except I didn't; I couldn't. He told me he was still traveling but should have given it up for me back then. He said he would do it now if I were his. Those words were too little to late, I told him, but somehow I felt he meant it.

The he invited me back to his apartment, just a couple blocks further. I told him that I must head back now, but his insistence made me say that I'd come by after work. Reluctantly, he agreed, picked up the check and we left. The four hours seemed to pass so slowly. My mind was not focusing on my work. My pussy was asking for attention and I had to ignore it.

He wasn't lying when he said his place wasn't that far from my work. He wasn't working full time, but had a few good clients that would buy his sculptures. Jorge used to be the top salesman for his auto parts company when we were together, but shortly after the divorce he decided

he wanted to be an artist. He rented a loft downtown in the arts district and that was the last I heard from him.

I found his apartment quite charming, for a man. Not



too large, nicely decorated, and several of his sculptures made it look like a mini art gallery. He offered me a glass of wine and we drank to our good health. I sat on the sofa and he went to the bedroom and brought back his newest piece, a shiny, chromed engine piston that he had melted down and impressed chicken footprints in it. A little esoteric, I thought, but well done.

He sat next to me and explained his thought process, reclining his arm over my shoulder. I felt movement in his arm coming down to brush lightly over my breast while his other rubbed against my thigh. I forgot about his sculpture as I rubbed my palm against the tiny growth of beard that lined his chin. He bent his head towards mine and our lips came together in a kiss. After all these months, he still tasted deliciously good. His lips were still glued to mine as his hands explored my breasts

I opened my legs further for him as he rubbed his thumb against my clit while his middle finger went in and out of me, followed by a second finger.

His other hand which hung over my shoulder kept massaging my breasts, and eventually began squeezing my nipples.



and moved slowly up my thigh. I moaned when his hand pushed past my thong and his finger began probing my wetness. I opened my legs further for him as he rubbed his thumb against my clit while his middle finger went in and out of me, followed by a second finger. His other hand which hung over my shoulder kept massaging my breasts, and eventually began squeezing my nipples. He pulled back his fingers and offered them to me. I took them into my mouth and licked them clean of my pussy juice. The taste was strangely delicious.

We were used to having pretty intense sex together and it was something I'd missed for the years he'd been out of my life. But now, here he was again. Jorge unbuckled his pants and pulled out his cock and brought my hand to it. He pushed my head down on its hardness and I opened my mouth and almost choked on it. I stroked his cock

at the same time while my lips were wrapped around it, cleaning up the small amount of pre-cum that leaked out of it. All it took was a couple of seconds and I was sucking that cock of his like it was yesterday since we last had sex. Jorge groaned, his hand remained on my hair, pressing my head down on his cock, forcing me to deep-throat him. He rose up and let me lie on the sofa with his cock hanging two inches above my face. I opened my lips once again to receive it and moaned through a mouthful of cock as once more he began finger-fucking me vigorously. I gripped his thigh and groaned aloud as he made me climax.

Jorge moved on top of me and fed my pussy with his cock. I was so wet, his cock slid in nicely. He pushed his cock all the way into my pussy. It felt so good inside me; I let my muscles squeeze his cock and raised my hips to meet him. He pushed a hand under my back and pulled me up from where I lay. I wrapped my hands around his neck, shut my eyes and cried out each time his cock slammed in and out of my pussy till suddenly I felt myself cumming again. Just when it felt as if I was slipping off him, he pulled me up and gripped me tighter and resumed fucking me.

I was nearly out of breath when he released me on the sofa and I rolled off it and collapsed on the carpet. My pussy felt so sore, I knew it would remain like that till the following morning. He seemed to tower over me like a giant with his cock still standing erect with cum dripping down from it. I started to giggle. It's been a long time since I got fucked this good; how I missed the feeling. He knelt beside my face and started stroking his cock. I watched his face as it grimaced and I shut my eyes just in time as his cum shot out and sprayed over my face. When he was done, I took his cock and sucked the remainder that oozed out of it.

"Just like old times," I joked, smacking my lips when I was done licking off his cum. Jorge laughed and went to the bathroom to get me a hand towel. I cleaned up, got dressed slowly. I took a couple last sips of wine and headed for the door. Looking back I smiled and said I'd see him in another two years.

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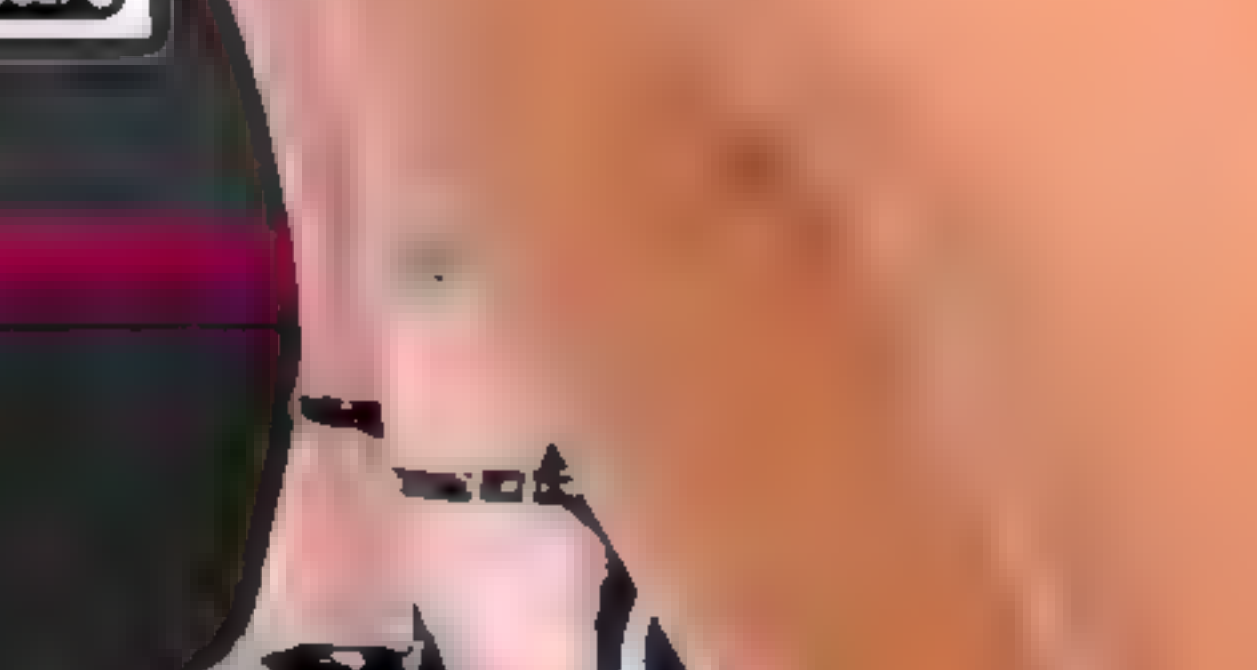
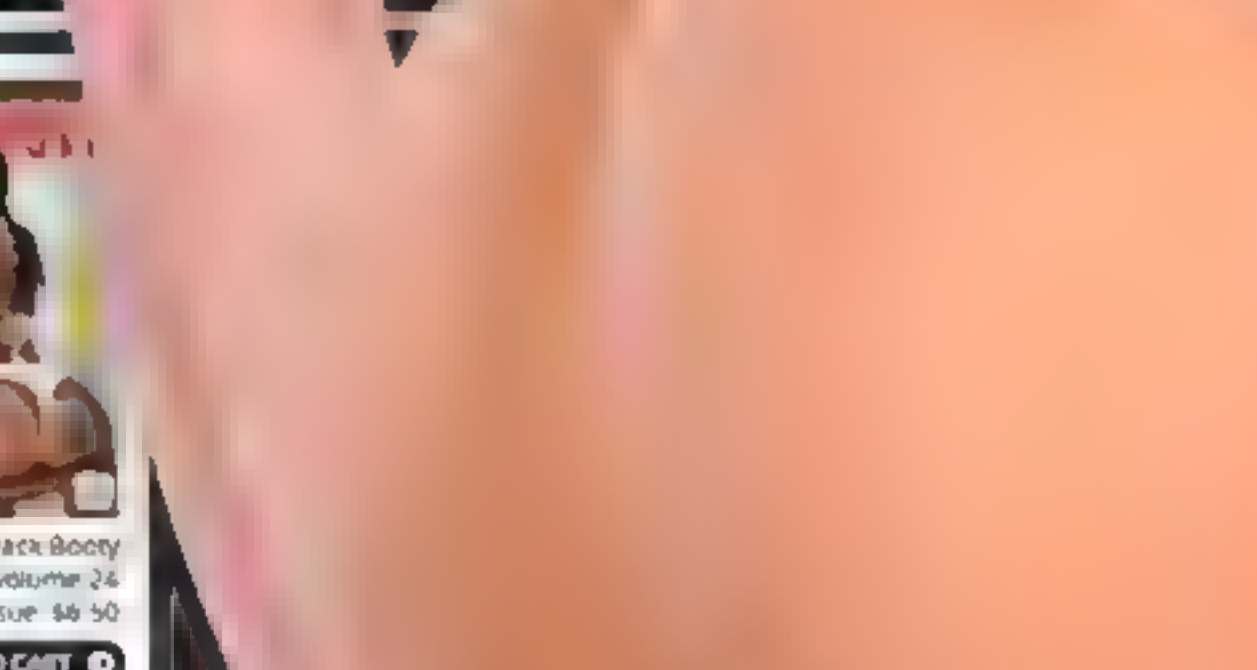
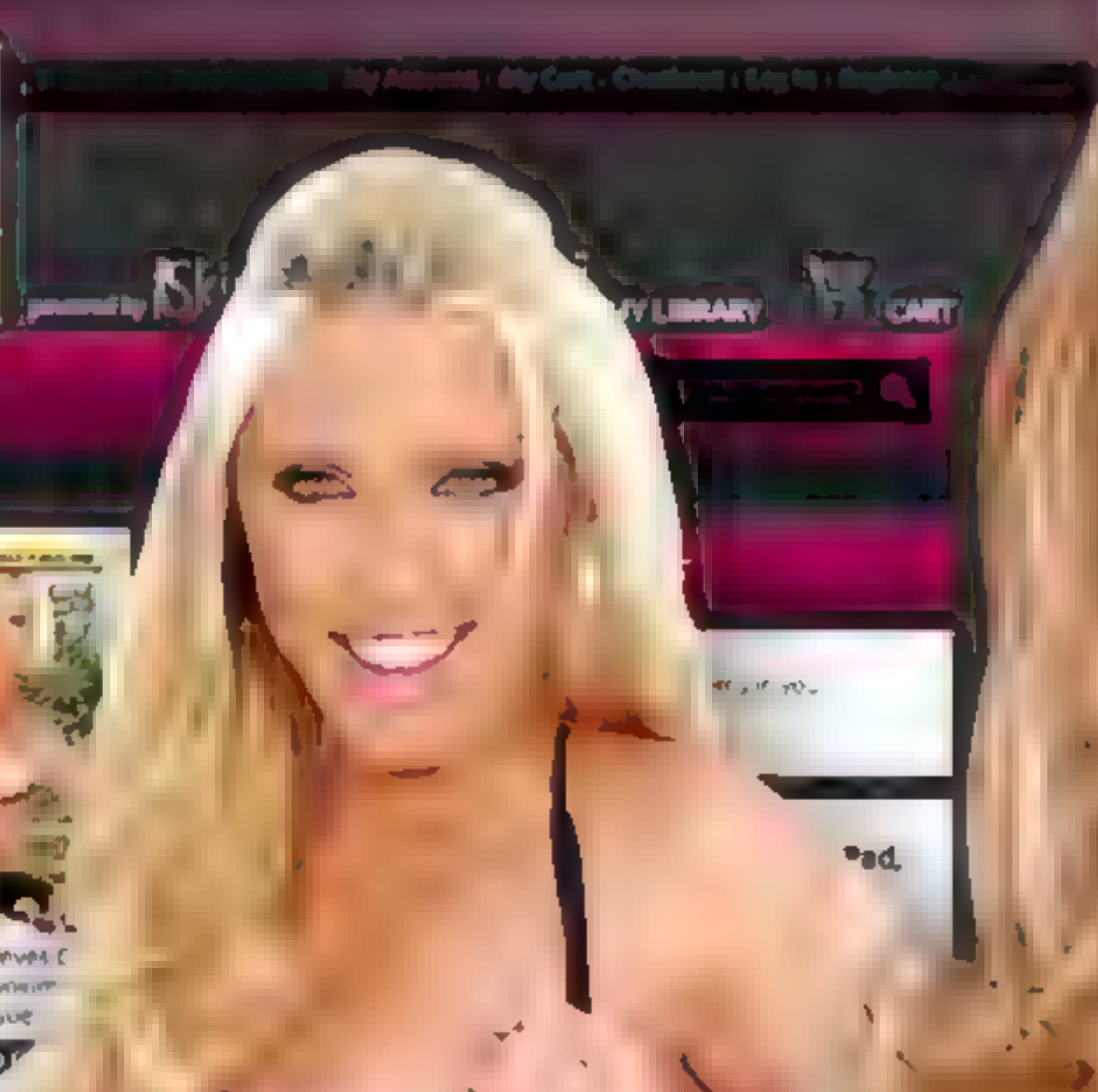
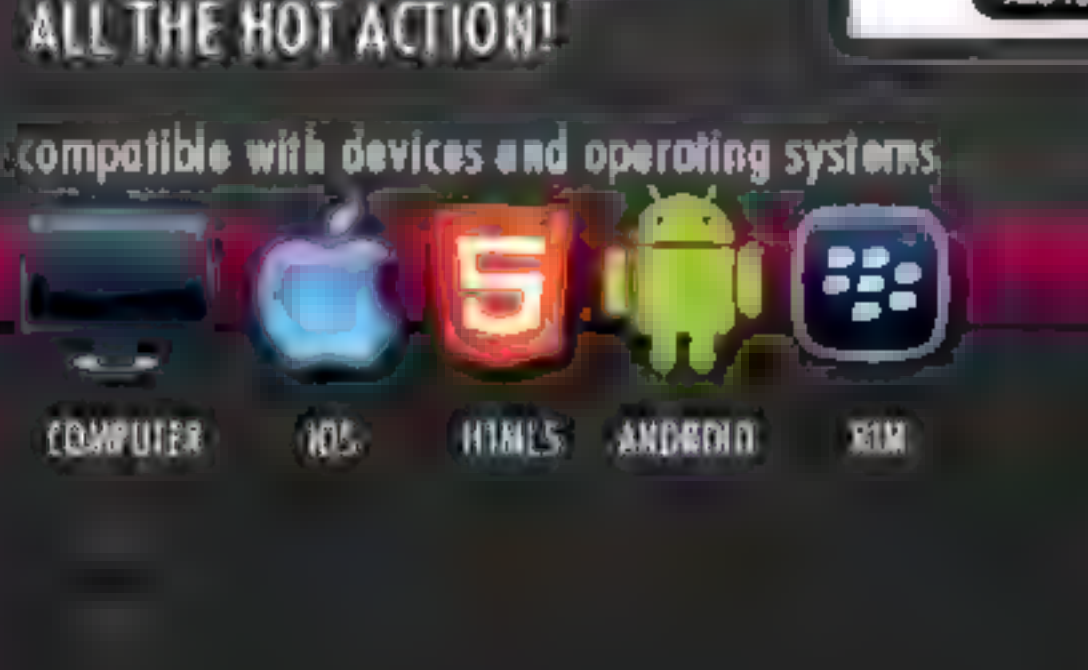
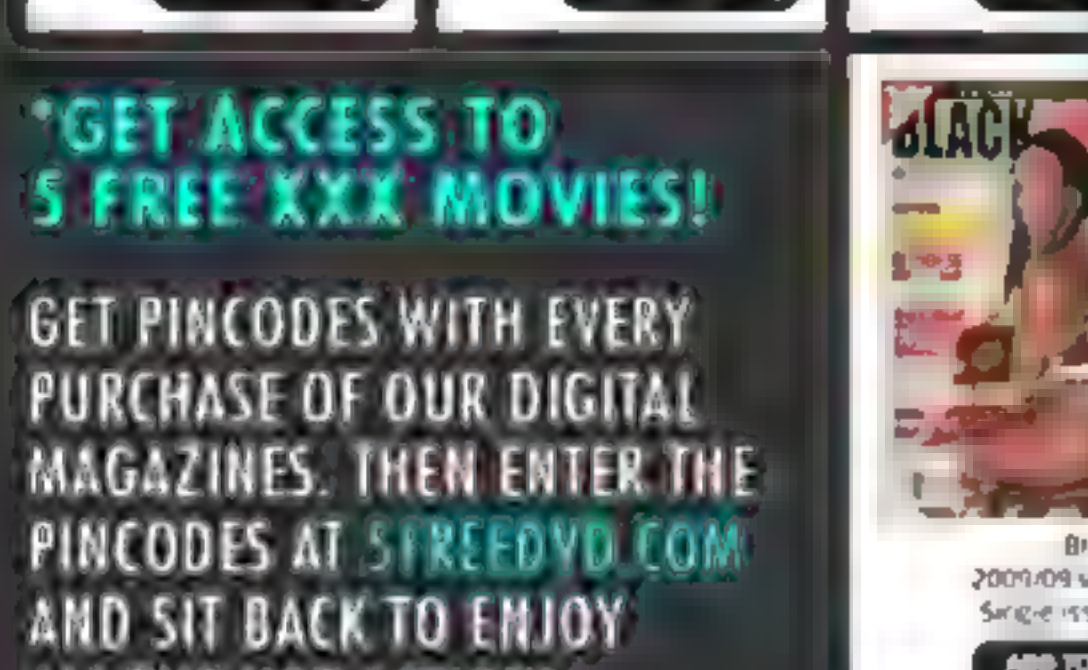
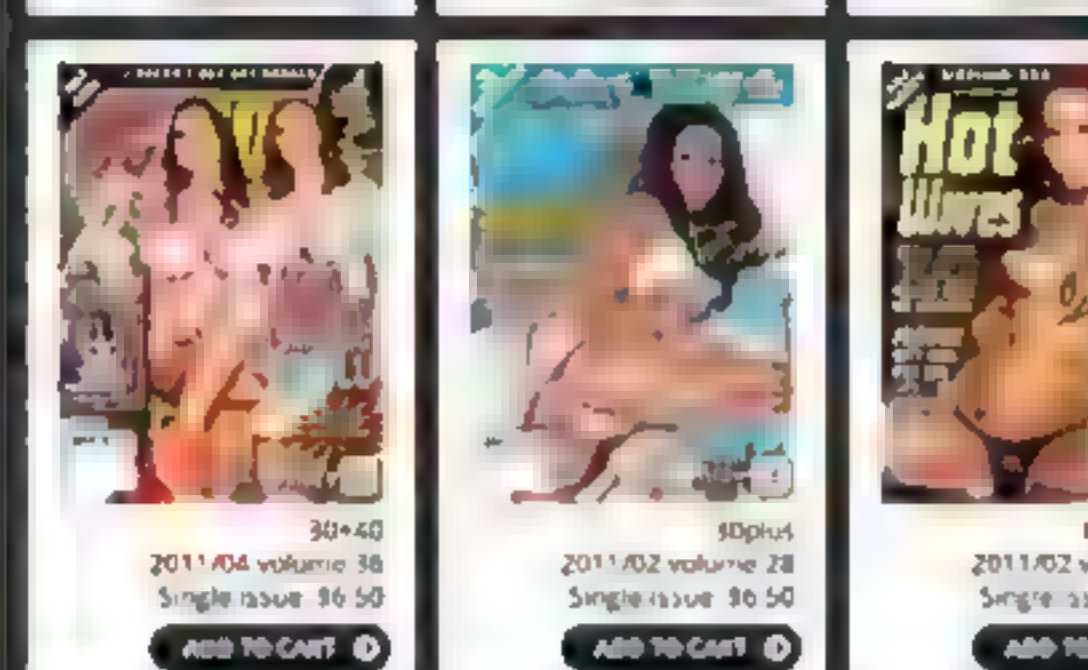
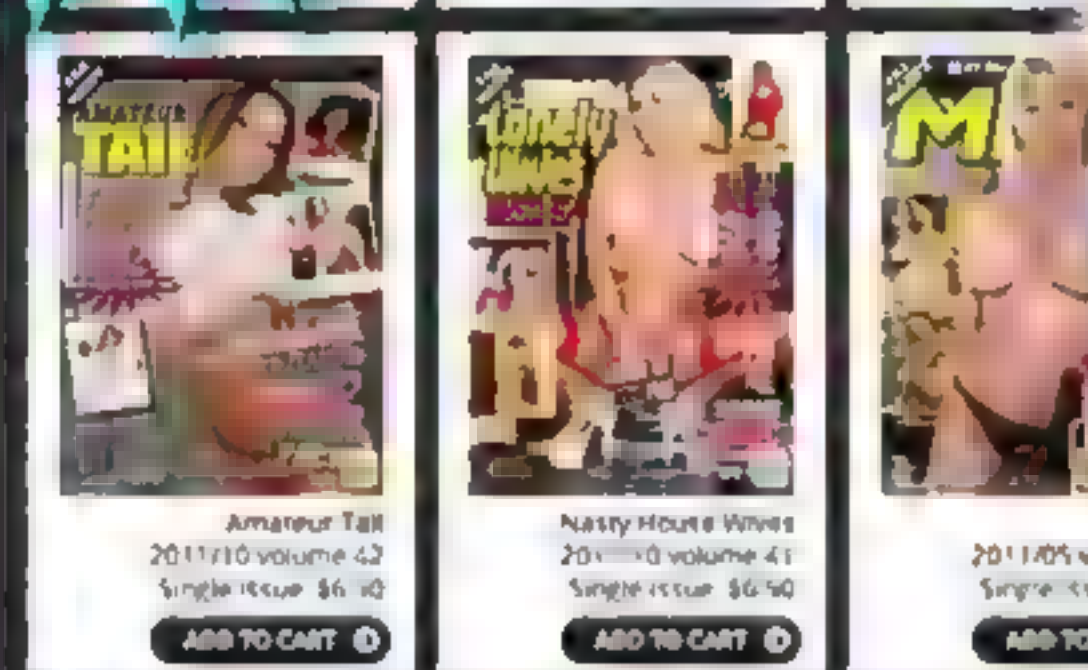
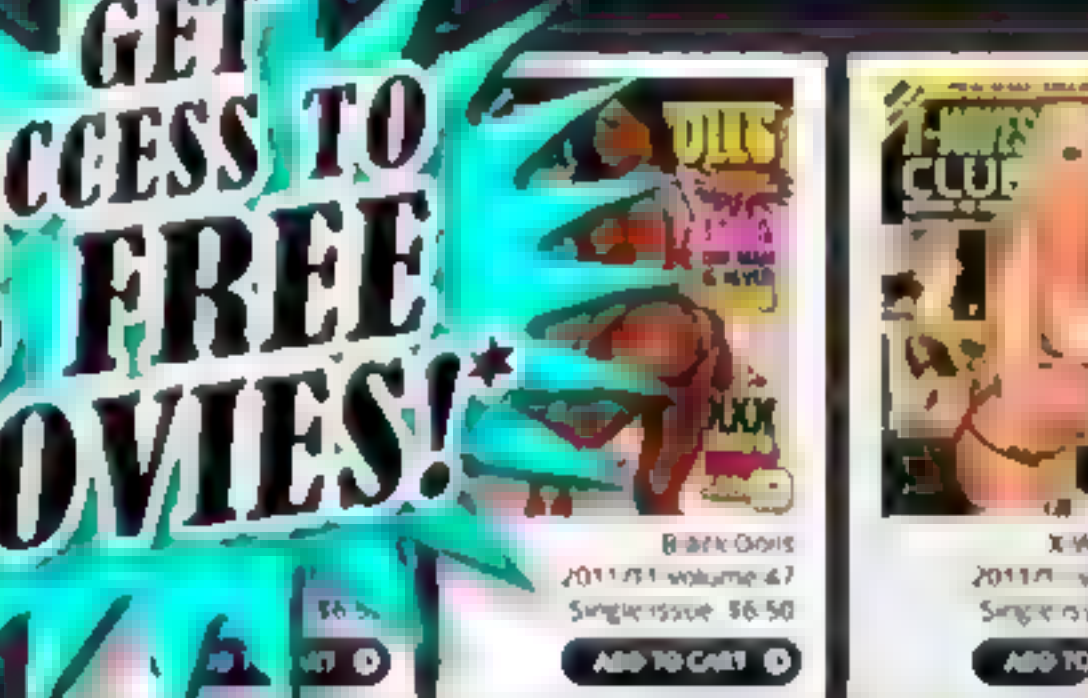
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I was quite flattered to be selected for this month's issue. I had a great time at the stills and video shoot and I hope you like the images. I had worked out for six weeks and watched my diet before this, and abstained from sex, too.

MONICA
& ZOUYAN





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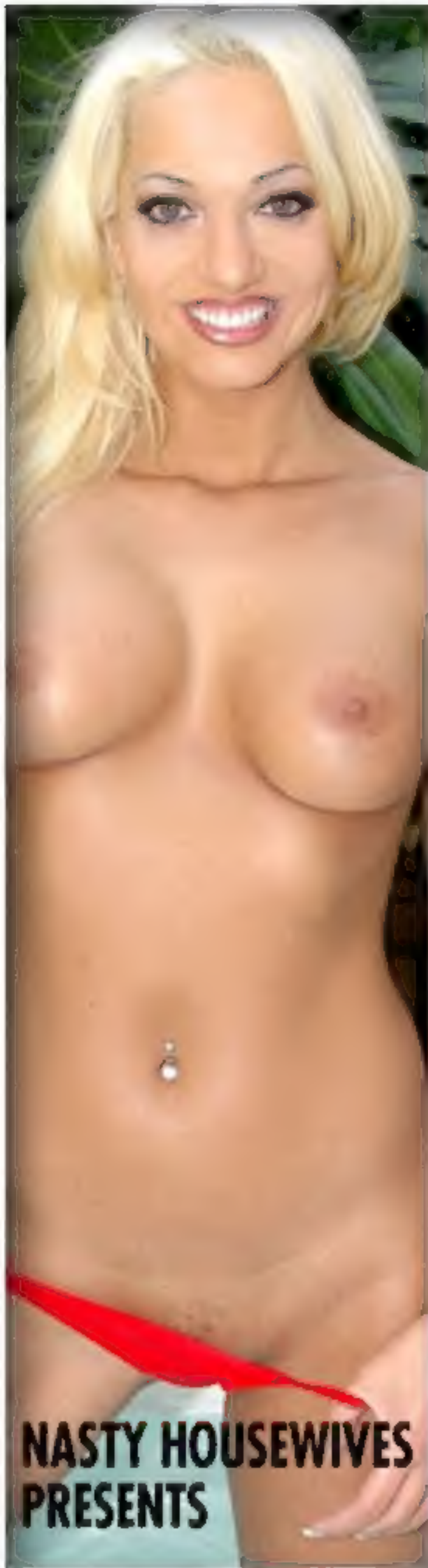
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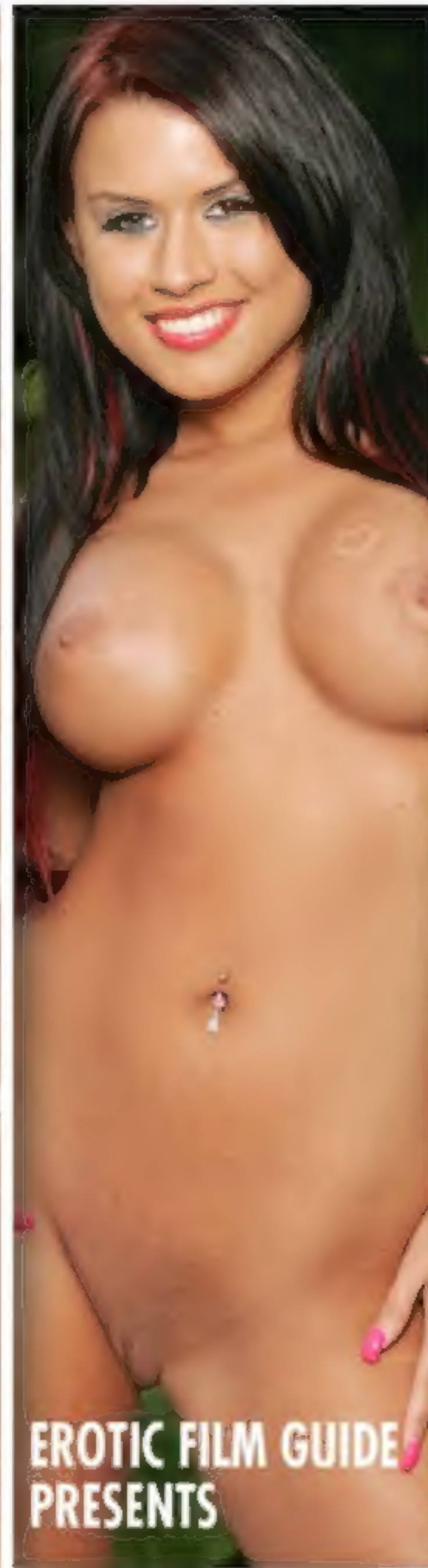
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